

(SAMPLE LETTER OF TRANSMITTAL)

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***122.50 ***122.50

Secretary of State
Division of Corporations
P. O. Box 6327
Tallahassee, FL 32314

Re: MEDIA CLUB WAREHOUSE, Inc.
(name of corporation)

Gentlemen:

Enclosed please find the original and one copy of the Articles of Incorporation, together with my check in the amount of \$122.50.

This represents the cost of the Filing Fees, Certified Copy of Articles of Incorporation and Fee for Registered Agent Designation for the above named corporation.

Very truly yours,

JOSEFINA TOLEDO CABRERA
(individual's name)

MEDIA CLUB WAREHOUSE INC.
(name of corporation)

MAILING ADDRESS OF CORPORATION		
6231 SEDGEWYCK CIR. W.		
DAVIE, FLORIDA 33331		
PHONE		
(305)	680-8605	Ext.
Area Code	Number	

7/13/95
TB

ARTICLES OF INCORPORATION

of
MEDIA CLUB WAREHOUSE INC.

(name of corporation)

The undersigned subscriber(s) to these Articles of Incorporation, natural person(s) competent to contract, hereby form a corporation under the laws of the State of Florida.

ARTICLE I - CORPORATE NAME

The name of the corporation is:

MEDIA CLUB WAREHOUSE INC.

ARTICLE II - DURATION

This corporation shall exist perpetually unless dissolved according to Florida law.

ARTICLE III - PURPOSE

The corporation is organized for the purpose of engaging in any activities or business permitted under the laws of the United States and the State of Florida.

ARTICLE IV - CAPITAL STOCK

The corporation is authorized to issue FIVE HUNDRED shares (500) of ONE Dollar(s) (\$ 1.00) par value Common Stock, which shall be designated "Common Shares."

ARTICLE V - INITIAL REGISTERED OFFICE AND AGENT

The street address of the Initial Registered Agent office and the name of the Initial Registered Agent at that office is:

NAME	<u>JOSEFINA TOLEDO CABRERA</u>		
ADDRESS	<u>6231 SEDGEWYCK CIRCLE WEST.</u>		
CITY	<u>DAVIE</u>	FLORIDA	ZIP <u>33331</u>

The principal office, if known, or the mailing address of the corporation is:

NAME	<u>JOSEFINA TOLEDO CABRERA</u>		
ADDRESS	<u>6231 SEDGEWYCK CIRCLE WEST.</u>		
CITY	<u>DAVIE</u>	FLORIDA	ZIP <u>33331</u>

ARTICLE VI - INITIAL BOARD OF DIRECTORS

This corporation shall have TWO (2) directors initially. The number of directors may be either increased or diminished from time to time by the By-Laws, but shall never be less than one (1). The names and addresses of the initial director(s) of the corporation are as follows:

NAME	<u>JOSEFINA TOLEDO CABRERA</u>		
ADDRESS	<u>6231 SEDGEWYCK CIRCLE WEST.</u>		
CITY	<u>DAVIE</u>	STATE <u>FLORIDA</u>	ZIP <u>33331</u>
NAME	<u>HOWARD CABRERA</u>		
ADDRESS	<u>6231 SEDGEWYCK CIRCLE WEST.</u>		
CITY	<u>DAVIE</u>	STATE <u>FLORIDA</u>	ZIP <u>33331</u>
NAME			
ADDRESS			
CITY		STATE	ZIP

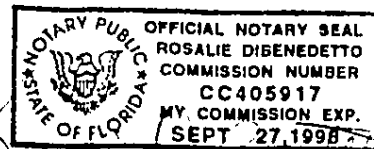
ARTICLE VII - INCORPORATORS

The names and addresses of the incorporators signing these Articles of Incorporation are as follows:

NAME	JOSEFINA TOLEDO CABRERA		
ADDRESS	6231 SEDGEWICK CIRCLE WEST.		
CITY	DAVIE	STATE	FLORIDA ZIP 33331
NAME	HOWARD CABRERA		
ADDRESS	6231 SEDGEWICK CIRCLE WEST.		
CITY	DAVIE	STATE	FLORIDA ZIP 33331
NAME			
ADDRESS			
CITY		STATE	ZIP

IN WITNESS WHEREOF, the undersigned subscriber(s) have executed these Articles of Incorporation this 30th day of June, 1995.

Josefina Toledo Cabrera (Seal)
Howard Cabrera (Seal)
 _____ (Seal)



MARGARET MCHOTTY
 My Commission CC433943
 Expires Jan 17 1999
 Bonded by ANB
 AUC-H52-5078

CERTIFICATE AND ACKNOWLEDGEMENT
OF REGISTERED AGENT

CERTIFICATE OF REGISTERED AGENT
OF

MEDIA CLUB WAREHOUSE INC.

(name of corporation)

RECEIVED
JUL 10 11 19 21
SEMINOLE COUNTY
FLORIDA

Pursuant to Florida Statutes Sections 48.091 and 607.0501, the following is submitted:

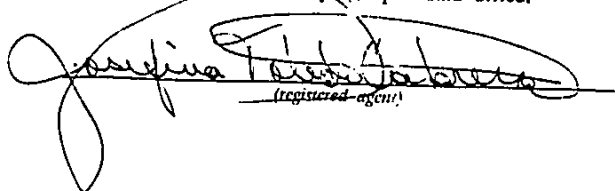
The above corporation, desiring to organize under the laws of the State of Florida with
its registered office as indicated in the Articles of Incorporation

at 6231 SEDGWICK CIRCLE WEST.
DAVIE, FLORIDA 33331

has named JOSEFINA TOLEDO CABRERA
located at the aforesaid address, as its Registered Agent to accept service of process
within this state.

ACKNOWLEDGEMENT

Having been named as Registered Agent to accept service of process for the above
stated corporation at the place designated in this certificate, and being familiar with
the obligations of that position, I hereby accept to act in this capacity, and agree to
comply with the provisions of Florida Law in keeping open said office.


(registered agent)